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**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEW JERSEY**

|   |                           |
|---|---------------------------|
| -----X                                  |                           |
| In re                                   | : Chapter 11              |
|   | :                         |
| BED BATH & BEYOND INC., <i>et al.</i> , | : Case No. 23-13359 (VFP) |
|   | :                         |
| Debtors.                                | : (Jointly Administered)  |
| -----X                                  |                           |

**DECLARATION OF KRISTIN S. ELLIOTT, ESQ. IN SUPPORT OF  
 PINNACLE HILLS, LLC’S SUR-REPLY IN FURTHER SUPPORT OF ITS  
 OBJECTION TO DEBTORS’ MOTION FOR ORDER AUTHORIZING  
DEBTORS TO ASSUME AND ASSIGN LEASE FOR STORE NO. 1142**

I, Kristin S. Elliott, declare the following:

1. I am an attorney at law, duly admitted to practice in the states of New York and New Jersey. I am a partner in the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), counsel to Brookfield Properties Retail, Inc. (“Brookfield”) in the above-referenced chapter 11 cases (the “Chapter 11 Cases”). Brookfield is the managing agent of Pinnacle Hills, LLC (the

“Landlord”), the landlord for premises located at 2203 Promenade Boulevard, Suite 20210, Rogers, AR, 72758 (the “BBBY Premises”) in the shopping center known as the Pinnacle Hills Power Center.

2. I submit this declaration (this “Declaration”) in support of the Landlord’s sur-reply in further support of its *Objection to Debtors’ Motion for Order Authorizing Debtors to Assume and Assign Lease for Store No. 1142* (the “Objection”).<sup>1</sup>

3. The facts set forth in this declaration are based on my personal knowledge or on information provided to me by other Kelley Drye personnel assisting on this matter. If called upon to testify, I could and would testify competently to the facts set forth below.

**I. The Michaels List of Identified Locations**

4. On July 17, 2023, Michaels Stores, Inc. (“Michaels”) filed a *Declaration of Todd Powers in Support of Michaels Stores, Inc.’s Reply to the Objection* (the “Powers Declaration”).<sup>2</sup> Paragraph 4 of the Powers Declaration states, in part, “Michaels and Hobby Lobby locations co-exist in over 30 shopping centers across the country.”

5. On July 24, 2023, the Landlord served discovery on Michaels in connection with the Objection. In response to that discovery, Michaels provided, among other things, a list (the “Michaels List”) of 31 locations (the “Identified Locations”) where it contends that Michaels co-exists in a shopping center with Hobby Lobby. A true copy of the Michaels List is attached as Exhibit A to this Declaration.

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<sup>1</sup> Docket No. 1323. Capitalized terms used but not defined in this Declaration have the meanings ascribed to them in the Objection.

<sup>2</sup> Docket No. 1384.

6. I reviewed the Michaels List and I, or persons reporting to me at Kelley Drye, conducted internet research regarding each of the Identified Locations. The results of that research are summarized below.

**A. Identified Location 1: Indianapolis, IN**

7. Michaels and Hobby Lobby co-exist at this shopping center.

8. Michaels and Hobby Lobby are both tenants of the Greenwood Point Shopping Center located in Indianapolis, Indiana. Based on my review of a photograph available at <https://www.broadbentcompany.com/property-locations/search/item/960-greenwood-point>, which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are next door to one another.

**B. Identified Location 2: Monona, WI**

9. Michaels and Hobby Lobby do not co-exist at this shopping center.

10. Based on my review of the property brochure, available at <https://www.galwaycompanies.com/property/2101-west-broadway-monona-wi/>, which I last visited on August 18, 2023, Michaels will not open a store at this shopping center until Spring of 2024.

11. Based on my review of the property brochure, Hobby Lobby does not have a store in this shopping center.

12. Based on my review of <https://www.yelp.com/biz/hobby-lobby-monona>, which I last visited on August 18, 2023, it appears that the Hobby Lobby store in this shopping center closed.

**C. Identified Location 3: Spokane, WA**

13. Michaels and Hobby Lobby co-exist at this shopping center.

14. Based on my review of a 360-degree photo available at <https://goo.gl/maps/fXYXvSpNHoX4vWRv7>, which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are located adjacent to each other in separate buildings with an alley between them.

**D. Identified Location 4: Madison, WI**

15. Michaels and Hobby Lobby co-exist at this shopping center.

16. Based on my review of a 360-degree photo available at [https://maps.app.goo.gl/8Aho6bb1Yz84XBgaA?g\\_st=im](https://maps.app.goo.gl/8Aho6bb1Yz84XBgaA?g_st=im), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are located within the same shopping center, with one store between them.

**E. Identified Location 5: Lafayette, LA**

17. Michaels and Hobby Lobby co-exist at this shopping center.

18. Based on my review of a 360-degree photo available at <https://goo.gl/maps/hVgtoVteGusrPoEe6>, which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are located in separate buildings. Each store is adjacent to each other, but has separate parking.

**F. Identified Location 6: D'Iberville, MS**

19. Michaels and Hobby Lobby may not co-exist at this shopping center.

20. The site map for the Gulf Coast Promenade, where Michaels is located, is available at <https://www.cblproperties.com/portfolio/the-promenade#gallery>, which I last visited on August 18, 2023. The site map does not reflect a Hobby Lobby tenancy.

21. Additionally, based on the webpage, <https://www.weichert.com/106472406/>, which I last visited on August 18, 2023, at least one real estate broker advertised the Hobby Lobby location as located in a shopping mall “adjacent to” the Gulf Coast Promenade.

22. Moreover, the photograph in the broker’s advertisement reflects that, if the stores are within the same shopping center, they are located in different buildings with at least three stores between them.

**G. Identified Location 7: Lakewood, CA**

23. Michaels and Hobby Lobby co-exist at this shopping center.

24. Based on my review of a map available at <https://goo.gl/maps/jGeMXZFq1QESYJ3g9>, which I last visited on August 18, 2023, Michaels’ and Hobby Lobby’s respective premises are located within the same shopping center, but across a road with at least one store between them.

**H. Identified Location 8: Phoenix, AZ**

25. Michaels and Hobby Lobby co-exist at this shopping center.

26. Based on my review of a 360-degree photo available at <https://goo.gl/maps/ZmcXdxysbjpEmSiQ8>, which I last visited on August 18, 2023, Michaels’ and Hobby Lobby’s respective premises are at least nine stores apart.

**I. Identified Location 9: Lewisville, TX**

27. Michaels and Hobby Lobby do not co-exist at this shopping center.

28. Based on my review of the site plan for the Vista Ridge Village shopping center, located at <https://www.vistapropertyco.com/wp-content/uploads/2021/12/Vista-Ridge-Village-Site-Plan-5.pdf>, which I last visited on August 18, 2023, Hobby Lobby is “not a part” of this shopping center.

**J. Identified Location 10: Leesburg, VA**

29. Michaels and Hobby Lobby do not co-exist at this shopping center.

30. As reflected on its website, <https://locations.michaels.com/va/leesburg/2756>, which I last visited on August 18, 2023, Michaels' Leesburg, VA store is located in the Battlefield Shopping Center at 1019A Edwards Ferry Road NE.

31. Based on my review of the webpage, <https://properties.kimcorealty.com/p/commercial-real-estate-listings/Leesburg-VA-20176/115690>, which I last visited on August 18, 2023, Kimco Realty is the owner or managing agent of the Battlefield Shopping Center.

32. As reflected on its website, <https://www.hobbylobby.com/stores/search/553>, which I last visited on August 18, 2023, Hobby Lobby's Leesburg, VA store is located at 240 Fort Evans Road NE in Leesburg, VA.

33. Based on my review of the webpage, <https://kiterealty.com/properties/fort-evans-plaza-ii>, which I last visited on August 18, 2023, 240 Fort Evans Road NE is a shopping center known as Fort Evans Plaza II that is owned or managed by Kite Realty.

34. Based my review of a calculation of the distance between Michaels and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=1019A%20Edwards%20Ferry%20Rd%20NE,%20Leesburg,%20VA,%202020176,%20USA&toplace=240%20Fort%20Evans%20Rd%20NE,%20Leesburg,%20VA,%2020176,%20USA](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=1019A%20Edwards%20Ferry%20Rd%20NE,%20Leesburg,%20VA,%202020176,%20USA&toplace=240%20Fort%20Evans%20Rd%20NE,%20Leesburg,%20VA,%2020176,%20USA), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .84 miles, or 4,435.2 feet, apart.

**K. Identified Location 12: Foothill Ranch, CA**

35. Michaels and Hobby Lobby co-exist at this shopping center.

36. Based on my review of a 360-degree photo available at

[https://www.google.com/maps/place/Hobby+Lobby/@33.6778137,-117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-](https://www.google.com/maps/place/Hobby+Lobby/@33.6778137,-117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-RMBNj81W8y8kqg!2e0!7i16384!8i8192!4m9!3m8!1s0x80dcc20b408f9ee3:0xfb5b1fbe3aa777b9!8m2!3d33.678873!4d-117.666001!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1pp2vb7mv?entry=ttu)

[117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-](https://www.google.com/maps/place/Hobby+Lobby/@33.6778137,-117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-RMBNj81W8y8kqg!2e0!7i16384!8i8192!4m9!3m8!1s0x80dcc20b408f9ee3:0xfb5b1fbe3aa777b9!8m2!3d33.678873!4d-117.666001!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1pp2vb7mv?entry=ttu)

[RMBNj81W8y8kqg!2e0!7i16384!8i8192!4m9!3m8!1s0x80dcc20b408f9ee3:0xfb5b1fbe3aa777b9!8m2!3d33.678873!4d-](https://www.google.com/maps/place/Hobby+Lobby/@33.6778137,-117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-RMBNj81W8y8kqg!2e0!7i16384!8i8192!4m9!3m8!1s0x80dcc20b408f9ee3:0xfb5b1fbe3aa777b9!8m2!3d33.678873!4d-117.666001!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1pp2vb7mv?entry=ttu)

[117.666001!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1pp2vb7mv?entry=ttu](https://www.google.com/maps/place/Hobby+Lobby/@33.6778137,-117.664952,3a,75y,222.85h,90.57t/data=!3m6!1e1!3m4!1sC4SFc8R-RMBNj81W8y8kqg!2e0!7i16384!8i8192!4m9!3m8!1s0x80dcc20b408f9ee3:0xfb5b1fbe3aa777b9!8m2!3d33.678873!4d-117.666001!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1pp2vb7mv?entry=ttu), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are at least six stores apart.

**L. Identified Location 13: Scottsdale, AZ**

37. Michaels and Hobby Lobby co-exist at this shopping center.

38. The site map for the Pavilions at Talking Stick, where Michaels is located, is available at <https://www.thepavilionsattalkingstick.com/#hotspot-hotspot-43-40>.

39. According to the site map, which I last visited on August 18, 2023, Michaels and Hobby Lobby are located in separate sections of the shopping center, at least four stores apart.

**M. Identified Location 14: Lake Worth, TX**

40. Michaels and Hobby Lobby co-exist at this shopping center.

41. The site map for Lake Worth Towne Crossing, where Michaels and Hobby Lobby are located, available at <https://retailproperties.cbre.us/p/retail-real-estate-listings/Lake%20Worth-TX-76135/lakeworthtownecrossing#plans>.

42. According to the site map, which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are at least four stores apart.

**N. Identified Location 15: Niles, OH**

43. Michaels and Hobby Lobby co-exist at this shopping center.

44. Based on my review of a 360-degree photo available at <https://goo.gl/maps/xMyKhnnbgQt11jpn9>, which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are at least eight stores apart.

**O. Identified Location 16: Sierra Vista, AZ**

45. Michaels and Hobby Lobby do not currently co-exist at this shopping center.

46. Based on information produced in discovery, Michaels has executed a lease and will open a store at 501 E. Charleston Road in Sierra Vista, AZ.

47. Based on its website, <https://www.hobbylobby.com/stores/search/546?lat=31.5455001&long=-110.2772856>, which I last visited on August 18, 2023, Hobby Lobby has a location at 657 North Hwy 90 in Sierra Vista, AZ.

48. Michaels did not produce a site map demonstrating where its new location will be located. As a result, I cannot determine how close Michaels' new location will be to Hobby Lobby, nor can I confirm whether the two stores will be located in the same shopping center.

**P. Identified Location 17: Wausau, WI**

49. Michaels and Hobby Lobby co-exist at this shopping center.

50. Based on my review of a 360-degree photo available at [https://www.google.com/local/place/fid/0x880023d83a218c19:0xdf24128c3f9b90cb/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3DwJGgXYdJilSNSsI4lWE\\_cQ%26cb\\_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D333.08597%26pitch%3D0%26thumbfov](https://www.google.com/local/place/fid/0x880023d83a218c19:0xdf24128c3f9b90cb/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3DwJGgXYdJilSNSsI4lWE_cQ%26cb_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D333.08597%26pitch%3D0%26thumbfov)



[%3D100&ik=CAISFndKR2dYWWRKaWxTTINzSTRsV0VfY1E%3D](#), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's respective premises are located at opposite ends of the shopping center, in separate buildings, at least five stores apart. Additionally, Michaels has its own parking lot, which is surrounded by trees separating Michaels's parking lot from the parking lot for other stores.

**Q. Identified Location 18: San Antonio, TX**

51. Michaels and Hobby Lobby co-exist at this shopping center.

52. Based on my review of a 360-degree photo available at [https://www.google.com/local/place/fid/0x864c25e319de1b85:0x3235befe0c79df45/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3Dg-1U4YH8TUD5u-TL5BVG\\_A%26cb\\_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D12.541343%26pitch%3D0%26thumbfov%3D100&ik=CAISFmctMVU0WUg4VFVENXUtVEw1QIZHX0E%3D](https://www.google.com/local/place/fid/0x864c25e319de1b85:0x3235befe0c79df45/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3Dg-1U4YH8TUD5u-TL5BVG_A%26cb_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D12.541343%26pitch%3D0%26thumbfov%3D100&ik=CAISFmctMVU0WUg4VFVENXUtVEw1QIZHX0E%3D), which I last visited on August 18, 2023, Michaels and Hobby Lobby are located in separate buildings at least nine stores apart.

**R. Identified Location 19: Fairfield, CA**

53. Michaels and Hobby Lobby co-exist at this shopping center.

54. The site map for Gateway Plaza, where Michaels is located, is available at <https://www.loopnet.com/viewer/pdf?file=https%3a%2f%2fimages1.loopnet.com%2fd2%2fXlmhmAQUbzNqS9tk7bzMK3kUH-1mcCdBZbyt6nlXMtw%2fGateway%2520Plaza%2520Flyer%2520032323.pdf>.

55. According to the site map, which I last visited on August 18, 2023, Michaels and Hobby Lobby are located at opposite ends of the shopping center, at least thirteen stores apart.

**S. Identified Location 20: Santa Maria, CA**

56. Michaels and Hobby Lobby may or may not co-exist at this shopping center.

57. As reflected on its website, <https://locations.michaels.com/ca/santa-maria/5084>, which I last visited on August 18, 2023, Michaels' Santa Maria, CA store is located in the Rhyal Shopping Center at 1321 S Bradley Road.

58. As reflected on its website, <https://hobbylobby.com/stores/search/906>, which I last visited on August 18, 2023, Hobby Lobby's Santa Maria, CA store is located at 1411 S. Bradley. I was not able to confirm whether this store is part of the Rhyal Shopping Center.

59. Based on my review of a 360-degree photo available at [https://www.google.com/maps/place/Michaels/@34.9371994,-120.4206679,3a,75y,346.74h,110.43t/data=!3m7!1e1!3m5!1s4c2BASTnLhvnrmQKJ8fEGA!2e0!6shttps:%2F%2Fstreetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3D4c2BASTnLhvnrmQKJ8fEGA%26client%3Dmaps\\_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D294.7314%26pitch%3D0%26thumbfov%3D100!7i16384!8i8192!4m9!3m8!1s0x80ec6ca7438d58cb:0x75ba652a6713939c!8m2!3d34.9374343!4d-120.4212692!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1t\\_kgvlw?entry=ttu](https://www.google.com/maps/place/Michaels/@34.9371994,-120.4206679,3a,75y,346.74h,110.43t/data=!3m7!1e1!3m5!1s4c2BASTnLhvnrmQKJ8fEGA!2e0!6shttps:%2F%2Fstreetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3D4c2BASTnLhvnrmQKJ8fEGA%26client%3Dmaps_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D294.7314%26pitch%3D0%26thumbfov%3D100!7i16384!8i8192!4m9!3m8!1s0x80ec6ca7438d58cb:0x75ba652a6713939c!8m2!3d34.9374343!4d-120.4212692!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1t_kgvlw?entry=ttu), which I last visited on August 18, 2023, Hobby Lobby's store is located in a separate building than Michaels's store, with a large vacant store and a road between them.

60. Based on my review of a calculation of the distance between Michaels' and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=1321%20S%20Bradley%20Rd,%20Santa%20Maria,%20CA,%2093454,%20USA&toplace=1411%20S%20Bradley%20Rd,%20Santa%20Mari](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=1321%20S%20Bradley%20Rd,%20Santa%20Maria,%20CA,%2093454,%20USA&toplace=1411%20S%20Bradley%20Rd,%20Santa%20Mari)

[a,%20CA,%2093454,%20USA](#), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .18 miles, or 950.4 feet, apart.

**T. Identified Location 21: Roseville, MI**

61. Michaels and Hobby Lobby co-exist at this shopping center.

62. Based on my review of a 360-degree photo available at [https://www.google.com/local/place/fid/0x8824d88404500b85:0xd5bff7288e63a517/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3Dwu015VA83pxZxGN57HKxLw%26cb\\_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D270.1887%26pitch%3D0%26thumbfov%3D100&ik=CAISFnd1MGw1VKE4M3B4WnhHTjU3SEt4THc%3D](https://www.google.com/local/place/fid/0x8824d88404500b85:0xd5bff7288e63a517/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3Dwu015VA83pxZxGN57HKxLw%26cb_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D270.1887%26pitch%3D0%26thumbfov%3D100&ik=CAISFnd1MGw1VKE4M3B4WnhHTjU3SEt4THc%3D), which I last visited on August 18, 2023, Michaels and Hobby Lobby are located at least six stores apart.

**U. Identified Location 22: Rancho Cucamonga, CA**

63. Michaels and Hobby Lobby co-exist at this shopping center.

64. Based on my review of a 360-degree photo available at [https://www.google.com/local/place/fid/0x80c335e107983775:0x23400424c91949c5/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3DsJQlwaNVNyTIVN1DUq4apQ%26cb\\_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D40.72599%26pitch%3D0%26thumbfov%3D100&ik=CAISFnNqUWx3YU5WTnIUSVZOMURVcTRhcFE%3D](https://www.google.com/local/place/fid/0x80c335e107983775:0x23400424c91949c5/photosphere?iu=https://streetviewpixels-pa.googleapis.com/v1/thumbnail?panoid%3DsJQlwaNVNyTIVN1DUq4apQ%26cb_client%3Dlu.gallery.gps%26w%3D160%26h%3D106%26yaw%3D40.72599%26pitch%3D0%26thumbfov%3D100&ik=CAISFnNqUWx3YU5WTnIUSVZOMURVcTRhcFE%3D), which I last visited on August 18, 2023, Michaels and Hobby Lobby are located in separate buildings, at least thirteen stores apart.

**V. Identified Location 11: Sherman, TX**

65. Michaels and Hobby Lobby do not currently co-exist at this shopping center.

66. Based on my review of a map available at <https://goo.gl/maps/RGHE7FASnEBckaKQ7>, which I last visited on August 18, 2023, it appears Michaels' store is not yet open and will replace a store the Debtors formerly occupied at this shopping center.

67. Once open, it appears that Michaels' and Hobby Lobby's respective stores will be two stores apart.

**W. Identified Location 23: Kenosha, WI**

68. Michaels and Hobby Lobby do not currently co-exist at this shopping center.

69. Based on my review of a 360-degree photo available at <https://www.google.com/maps/place/Hobby+Lobby/@42.5709404,87.889165,3a,75y,343.29h,90.66t/data=!3m6!1e1!3m4!1sR7AHNgVao424QCu8ttUp3w!2e0!7i16384!8i8192!4m6!3m5!1s0x8805605ed8782c1f:0xd0556cd08258c1e6!8m2!3d42.5711686!4d87.8895199!16s%2Fg%2F1tgcymtq?entry=ttu>, which I last visited on August 18, 2023, it appears Michaels' store is not yet open and will replace a store the Debtors formerly occupied at this shopping center.

70. Once open, Michaels' and Hobby Lobby's respective premises will be at least eight stores apart.

**X. Identified Location 24: Selma, TX**

71. Michaels and Hobby Lobby co-exist at this shopping center.

72. The site map for the Forum at Olympia Parkway, where Michaels is located, is available at <https://www.shoptheforumsa.com/mall-map/>.

73. According to the site map, which I last visited on August 18, 2023, Michaels and Hobby Lobby are located at least seven stores apart, in separate buildings, with a parking lot in between them.

**Y. Identified Location 25: Meridian, MS**

74. I do not believe that Michaels and Hobby Lobby co-exist at this shopping center.

75. Based on information produced in discovery, Michaels has executed a lease and will open a store at 131 S Frontage Road in Meridian, MS.

76. As reflected on its website, <https://hobbylobby.com/stores/search/877>, which I last visited on August 18, 2023, Hobby Lobby has a location at 115 S. Frontage Road in Meridian, MS.

77. Based on my review of a 360-degree photo of 131 S Frontage Road in Meridian, MA, available at [https://www.google.com/maps/place/Ross+Dress+for+Less/@32.3643893,-88.6717243,3a,75y,90t/data=!3m7!1e1!3m5!1sFibJf5JiY5Z9qLkOtPjpyg!2e0!6shttps:%2F%2Fs-treetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3DFibJf5JiY5Z9qLkOtPjpyg%26cb\\_client%3Dmaps\\_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D173.71727%26pitch%3D0%26thumbfov%3D100!7i13312!8i6656!4m19!1m9!3m8!1s0x88847d76277fbc87:0x4fd9ecb04bdb3a54!2s131+S+Frontage+Rd,+Meridian,+MS+39301!3b1!8m2!3d32.3641794!4d-88.6713035!10e5!16s%2Fg%2F11b8v4v\\_wn!3m8!1s0x88847d9dc98b3a2f:0x3198b976d9a3f085!8m2!3d32.3641438!4d-88.6716913!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1tpbcrc2?entry=ttu](https://www.google.com/maps/place/Ross+Dress+for+Less/@32.3643893,-88.6717243,3a,75y,90t/data=!3m7!1e1!3m5!1sFibJf5JiY5Z9qLkOtPjpyg!2e0!6shttps:%2F%2Fs-treetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3DFibJf5JiY5Z9qLkOtPjpyg%26cb_client%3Dmaps_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D173.71727%26pitch%3D0%26thumbfov%3D100!7i13312!8i6656!4m19!1m9!3m8!1s0x88847d76277fbc87:0x4fd9ecb04bdb3a54!2s131+S+Frontage+Rd,+Meridian,+MS+39301!3b1!8m2!3d32.3641794!4d-88.6713035!10e5!16s%2Fg%2F11b8v4v_wn!3m8!1s0x88847d9dc98b3a2f:0x3198b976d9a3f085!8m2!3d32.3641438!4d-88.6716913!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1tpbcrc2?entry=ttu), which I last visited

on August 18, 2023, Michaels' new store will be located in a former location of the Debtors. The photograph does not depict a Hobby Lobby in the shopping center.

78. Based on my review of a calculation of the distance between Michaels' and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=131%20S%20Frontage%20Rd%,%20Meridian,%20MS,%2039301,%20USA&toplace=115%20S%20Frontage%20Rd,%20Meridian,%20MS,%2039301,%20USA](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=131%20S%20Frontage%20Rd%,%20Meridian,%20MS,%2039301,%20USA&toplace=115%20S%20Frontage%20Rd,%20Meridian,%20MS,%2039301,%20USA), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .14 miles, or 739.2 feet, apart.

**Z. Identified Location 26: Merrillville, IN**

79. Michaels and Hobby Lobby co-exist at this shopping center.

80. The site map for the Crossings at Hobart, where Michaels is located, is available at <https://retailproperties.cbre.us/p/retail-real-estate-listings/Merrillville-IN-/crossingsathobart#plans>.

81. According to the site map, which I last visited on August 18, 2023, Michaels and Hobby Lobby are located in separate buildings, at least seven stores apart.

**AA. Identified Location 27: Framingham, MA**

82. Michaels and Hobby Lobby co-exist at this shopping center.

83. The site map for Shoppers World, where Michaels is located, is available at <https://www.sitecenters.com/properties/leaseplan/shoppers-world>.

84. According to the site map, which I last visited on August 18, 2023, Michaels and Hobby Lobby are located in separate buildings, at least six stores apart.

**BB. Identified Location 28: Commack, NY**

85. Michaels and Hobby Lobby do not co-exist at this shopping center.

86. As reflected on its website,

<https://locations.michaels.com/ny/commack/8623>, which I last visited on August 18, 2023, Michaels has a store located in Macy's Plaza located at 50 Veterans Memorial Highway in Commack, NY.

87. Based on my review of a 360-degree photo of Michaels' store in Commack, NY, available at,

[https://www.google.com/maps/uv?pb=!1s0x89e83010a0a5790b%3A0xd7973d00923f15d8!3m1!7e115!4s%2Fmaps%2Fplace%2Fmichaels%2Bcommack%2C%2Bny%2F%4040.8406205%2C-73.2876932%2C3a%2C75y%2C205.73h%2C90t%2Fdata%3D\\*213m4\\*211e1\\*213m2\\*211su2aKHnoNupxzJZFB9lNgng\\*212e0\\*214m2\\*213m1\\*211s0x89e83010a0a5790b%3A0xd7973d00923f15d8%3Fsa%3DX%26ved%3D2ahUKEwiY5Y\\_VqOGAAxVCjYkEHcTUBNAQpx96BAhOEAA!5smichaels%20commack%2C%20ny%20-%20Google%20Search!15sCgIgAQ&imagekey=!1e2!2su2aKHnoNupxzJZFB9lNgng&hl=en&sa=X&ved=2ahUKEwiY5Y\\_VqOGAAxVCjYkEHcTUBNAQpx96BAhmeA0](https://www.google.com/maps/uv?pb=!1s0x89e83010a0a5790b%3A0xd7973d00923f15d8!3m1!7e115!4s%2Fmaps%2Fplace%2Fmichaels%2Bcommack%2C%2Bny%2F%4040.8406205%2C-73.2876932%2C3a%2C75y%2C205.73h%2C90t%2Fdata%3D*213m4*211e1*213m2*211su2aKHnoNupxzJZFB9lNgng*212e0*214m2*213m1*211s0x89e83010a0a5790b%3A0xd7973d00923f15d8%3Fsa%3DX%26ved%3D2ahUKEwiY5Y_VqOGAAxVCjYkEHcTUBNAQpx96BAhOEAA!5smichaels%20commack%2C%20ny%20-%20Google%20Search!15sCgIgAQ&imagekey=!1e2!2su2aKHnoNupxzJZFB9lNgng&hl=en&sa=X&ved=2ahUKEwiY5Y_VqOGAAxVCjYkEHcTUBNAQpx96BAhmeA0), which I last visited on August 18, 2023, Hobby Lobby is not located in that shopping center.

88. As reflected on its website, <https://hobbylobby.com/stores/search/776>, which I last visited on August 18, 2023, Hobby Lobby has a store located at 124 Veterans Memorial Highway in Commack, NY.

89. Based on a site map for Veterans Memorial Plaza, available at <https://properties.kimcorealty.com/p/commercial-real-estate-listings/Commack-NY-11725/105750>, and which I last visited on August 18, 2023, Hobby Lobby is a tenant of the Veterans Memorial Plaza, which is owned or managed by Kimco Realty.

90. According to information Michaels produced in discovery, Kimco Realty is not the owner, manager or landlord of Michaels' store in Commack, NY.

91. Based on my review of a calculation of the distance between Michaels' and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=50%20Veterans%20Memorial%20Hwy,%20Commack,%20NY,%2011725,%20USA&toplace=124%20Veterans%20Memorial%20Hwy,%20Commack,%20NY,%2011725,%20USA](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=50%20Veterans%20Memorial%20Hwy,%20Commack,%20NY,%2011725,%20USA&toplace=124%20Veterans%20Memorial%20Hwy,%20Commack,%20NY,%2011725,%20USA), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .34 miles, or 1,795.2 feet, apart.

**CC. Identified Location 29: Columbia, MD**

92. Michaels and Hobby Lobby co-exist at this shopping center.

93. Based on my review of a 360-degree photo available at [https://www.google.com/maps/place/Michaels/@39.1801719,-76.8201656,3a,75y,58.55h,98.62t/data=!3m7!1e1!3m5!1s3AyNSnyGTsG\\_qG1EN06VJA!2e0!6shhttps:%2F%2Fstreetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3D3AyNSnyGTsG\\_qG1EN06VJA%26cb\\_client%3Dmaps\\_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D117.31661%26pitch%3D0%26thumbfov%3D100!7i13312!8i6656!4m9!3m8!1s0x89b7e082c07b9163:0x6e3697d368b43d45!8m2!3d39.1800429!4d-76.8198548!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1wcxd\\_42?entry=tту](https://www.google.com/maps/place/Michaels/@39.1801719,-76.8201656,3a,75y,58.55h,98.62t/data=!3m7!1e1!3m5!1s3AyNSnyGTsG_qG1EN06VJA!2e0!6shhttps:%2F%2Fstreetviewpixels-pa.googleapis.com%2Fv1%2Fthumbnail%3Fpanoid%3D3AyNSnyGTsG_qG1EN06VJA%26cb_client%3Dmaps_sv.tactile.gps%26w%3D203%26h%3D100%26yaw%3D117.31661%26pitch%3D0%26thumbfov%3D100!7i13312!8i6656!4m9!3m8!1s0x89b7e082c07b9163:0x6e3697d368b43d45!8m2!3d39.1800429!4d-76.8198548!10e5!14m1!1BCgIgARICCAI!16s%2Fg%2F1wcxd_42?entry=tту), which I last visited on August 18, 2023, Michaels and Hobby Lobby are at opposite ends of the shopping center, with a road and at least six stores between them.

**DD. Identified Location 30: Medford, OR**

94. Michaels and Hobby Lobby do not co-exist at this shopping center.

95. As reflected on its website,



<https://locations.michaels.com/or/medford/9508>, which I last visited on August 18, 2023, Michaels has a store located in Crater Lake Plaza at 3475 Crater Lake Highway in Medford, OR.

96. As reflected on its website, <https://hobbylobby.com/stores/search/841>, which I last visited on August 18, 2023, Hobby Lobby has a store located at 3639 Crater Lake Highway in Medford, OR.

97. Based on my review of the webpage, <https://www.dickerhoof.com/index.php?action=property.Dormouse>, which I last visited on August 18, 2023, Hobby Lobby is located in a shopping center known as Medford Center. Michaels is not a tenant of the Medford Center.

98. Based on my review of a calculation of the distance between Michaels' and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=3475%20Crater%20Lake%20Hwy,%20Medford,%20OR,%2097504,%20USA&toplace=3639%20Crater%20Lake%20Hwy,%20Medford,%20OR,%2097504,%20USA](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=3475%20Crater%20Lake%20Hwy,%20Medford,%20OR,%2097504,%20USA&toplace=3639%20Crater%20Lake%20Hwy,%20Medford,%20OR,%2097504,%20USA), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .58 miles, or 3,062.4 feet, apart.

**EE. Identified Location 31: Spring, TX**

99. Michaels and Hobby Lobby do not co-exist at this shopping center.

100. As reflected on its website, <https://locations.michaels.com/tx/spring/1309>, which I last visited on August 18, 2023, Michaels has a store located in the Grand Parkway Marketplace at 6545 N Grand Pkwy W. in Spring, TX.

101. Based on my review of the site plan for the Grand Parkway Marketplace, which is available at <https://properties.kimcorealty.com/p/commercial-real-estate-listings/Spring-TX-77389/117500>, which I last visited on August 18, 2023, Hobby Lobby is not a tenant at the Grand Parkway Marketplace.

102. As reflected on its website, <https://hobbylobby.com/stores/search/767>, which I last visited on August 18, 2023, Hobby Lobby has a store located at 21660 Kuykendahl Road in Spring, TX.

103. Based on my review of a calculation of the distance between Michaels' and Hobby Lobby's respective premises, available at [https://distancecalculator.globefeed.com/US\\_Distance\\_Result.asp?vr=apes&fromplace=6545%20N%20Grand%20Pkwy%20W,%20Spring,%20TX,%2077389,%20USA&toplace=21660%20Kuykendahl%20Rd,%20Spring,%20TX,%2077379,%20USA](https://distancecalculator.globefeed.com/US_Distance_Result.asp?vr=apes&fromplace=6545%20N%20Grand%20Pkwy%20W,%20Spring,%20TX,%2077389,%20USA&toplace=21660%20Kuykendahl%20Rd,%20Spring,%20TX,%2077379,%20USA), which I last visited on August 18, 2023, Michaels' and Hobby Lobby's stores are .42 miles, or 2,217.6 feet, apart.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: New York, New York  
August 18, 2023

/s/ Kristin S. Elliott  
Kristin S. Elliott

**Exhibit A**

Michaels List

| Status         | MIK Store Name             | Address                      | City           | State |
|----------------|----------------------------|------------------------------|----------------|-------|
| Open           | INDY-GREENWOOD, IN         | 8030 Hwy 31                  | Indianapolis   | IN    |
| Lease Executed | MADISON-MONONA, WI         | 2101 W Broadway              | Monona         | WI    |
| Open           | SPOKANE-NORTH DIVISION, WA | 7630 N Division St Ste A     | Spokane        | WA    |
| Open           | MADISON-LIEN, WI           | 4271 Lien Rd                 | Madison        | WI    |
| Open           | LAFAYETTE, LA              | 5624 Johnston St             | Lafayette      | LA    |
| Open           | D'IBERVILLE, MS            | 3942 Promenade Pkwy          | D'Iberville    | MS    |
| Open           | LA-LAKEWOOD, CA            | 4000 Hardwick St             | Lakewood       | CA    |
| Open           | PHX-PHOENIX-N 7TH ST, AZ   | 733 E Bell Rd                | Phoenix        | AZ    |
| Open           | DFW-LEWISVILLE, TX         | 2325 S Stemmons Frwy Ste 402 | Lewisville     | TX    |
| Open           | DC-LEESBURG, VA            | 1019 A - Edwards Ferry Rd NE | Leesburg       | VA    |
| Lease Executed | SHERMAN, TX                | 3710 Town Center St          | Sherman        | TX    |
| Open           | LA-FOOTHILL RANCH, CA      | 26752 Portola Pkwy           | Foothill Ranch | CA    |
| Open           | PHX-SCOTTSDALE, AZ         | 8979 E Talking Stick Way     | Scottsdale     | AZ    |
| Open           | DFW-LAKE WORTH, TX         | 6600 Lake Worth Blvd         | Lake Worth     | TX    |
| Open           | YOUNGSTOWN-NILES, OH       | 975 Great East Plaza         | Niles          | OH    |
| Lease Executed | SIERRA VISTA, AZ           | 501 E Charleston Rd          | Sierra Vista   | AZ    |
| Open           | WAUSAU, WI                 | 226507 Rib Mountain Dr       | Wausau         | WI    |

| Status         | Milk Store Name                        | Address                       | City             | State |
|----------------|--|-------------------------------|------------------|-------|
| Open           | S. ANT-SAN ANTONIO-LA CANTERA PKWY, TX | 17802 La Cantera Pkwy Ste 104 | San Antonio      | TX    |
| Open           | FAIRFIELD, CA                          | 1310 Gateway Blvd             | Fairfield        | CA    |
| Open           | SANTA MARIA, CA                        | 1321 S Bradley Rd             | Santa Maria      | CA    |
| Open           | DET-ROSEVILLE, MI                      | 32471 Gratiot Ave, Ste 450    | Roseville        | MI    |
| Open           | LA-RANCHO CUCAMONGA, CA                | 10788 Foothill Blvd Ste 103   | Rancho Cucamonga | CA    |
| Lease Executed | KENOSHA, WI                            | 7450 Green Bay Rd             | Kenosha          | WI    |
| Open           | S.ANT- SELMA, TX                       | 8340 Agora Pkwy               | Selma            | TX    |
| Lease Executed | MERIDIAN, MS                           | 131 S Frontage Rd             | Meridian         | MS    |
| Open           | CHI-MERRILLVILLE, IN                   | 2384 E 79th Ave               | Merrillville     | IN    |
| Open           | FRAMINGHAM, MA                         | 1 Worcester Rd                | Framingham       | MA    |
| Open           | LI-COMMACK, NY                         | 50 Veterans Memorial Hwy      | Commack          | NY    |
| Open           | BALT-COLUMBIA, MD                      | 9041 Snowden River Pkwy       | Columbia         | MD    |
| Open           | MEDFORD, OR                            | 3475 Crater Lake Hwy          | Medford          | OR    |
| Open           | HSTN-SPRING-WEST, TX                   | 6545 N Grand Pkwy W, Ste 100  | Spring           | TX    |